

3401978
STATEMENT AND DESIGNATION BY FOREIGN CORPORATION

FILED
In the office of the Secretary of State
of the State of California

JUN 20 2011

Graymatics, Inc.
(Name of Corporation)

_____, a corporation organized and existing under the
laws of Delaware, makes the following statements and designation:
(State or Place of Incorporation)

1. The address of its principal executive office is 4555 Great America Parkway, 3rd Floor
Santa Clara, CA 95054
2. The address of its principal office in the State of California is 4555 Great America Parkway, 3rd Floor
(If none, leave Item 2 blank.)
Santa Clara, CA 95054

DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA

(Complete either Item 3 or Item 4.)

3. (Use this paragraph if the process agent is a natural person.)

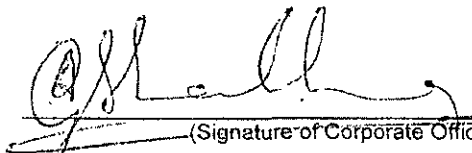
Abhijit Shanbhag, a natural person residing in the State of
California, whose complete street address is 4555 Great America Parkway, 3rd Floor
Santa Clara, CA 95054

this corporation may be served within the State of California, in the manner provided by law.

4. (Use this paragraph if the process agent is another corporation.)

_____, a corporation organized and existing under the laws of _____,
is designated as agent upon whom process directed to this corporation may be served within the State
of California, in the manner provided by law.

5. It irrevocably consents to service of process directed to it upon the agent designated above, and to
service of process on the Secretary of State of the State of California if the agent so designated or the
agent's successor is no longer authorized to act or cannot be found at the address given.


(Signature of Corporate Officer)

Abhijit Shanbhag, Chief Executive Officer
(Typed Name and Title of Officer Signing)

If an individual is designated as the agent for service of process, that individual must be a resident of California and the address is not acceptable). If another corporation is designated as agent, it must be a corporation organized and existing under the laws of the State of California. **Note: Corporate agents must have been designated by the corporation cannot act as its own agent.**

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAYMATICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRAYMATICS, INC." WAS INCORPORATED ON THE FIRST DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

4607158 8300

110696349

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8815385

DATE: 06-07-11